



**VIVO CANNABIS INC.**  
(the “Company”)

## **CODE OF BUSINESS CONDUCT AND ETHICS**

### **INTRODUCTION**

The Company is committed to maintaining the highest standards of ethical conduct, promoting integrity, deterring wrongdoing and complying with applicable laws, rules and regulations. In furtherance of this commitment, the board of directors of the Company (the “Board”) has adopted this Code of Business Conduct and Ethics (this “Code”) for all directors, officers and employees of the Company and its subsidiaries (each, a “Company Individual”) in order to:

- promote integrity and honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to securities regulators and in other public communications made by the Company;
- promote compliance with applicable governmental laws, rules and regulations;
- promote the protection of Company assets, including corporate opportunities and confidential information;
- promote fair dealing practices;
- deter wrongdoing; and
- ensure accountability for adherence to this Code.

The principles set forth in this Code describe how each of the Company Individuals should conduct themselves. **All of the Company Individuals are expected to adhere to the principles of this Code.**

This Code applies to all of the Company Individuals, and all of the Company Individuals are accountable for compliance with this Code. The Board, or a committee of the Board, is responsible for updating the Code and monitoring compliance with this Code. The requirements of this Code are in addition to, and not in substitution for, any applicable laws, rules, regulations, common law or other contractual provisions.

This Code does not address every expectation or condition regarding proper and ethical business conduct. Accordingly, this Code is intended to serve as a source of guiding principles for Company Individuals. Company Individuals are encouraged to discuss issues about particular circumstances that may be

relevant to one or more of the provisions of this Code with the Chair of the Board, or other representative appointed by the Board (the “**Board Code Representative**”), who may consult with inside or outside legal counsel as appropriate.

The Board encourages the reporting of any behaviour by Company Individuals which violates this Code and the Board will not tolerate retaliation against any person who in good faith reports such violations to the Board or the Board Code Representative.

### **Reporting Violations of this Code**

Company Individuals must promptly advise either a supervisor or the Board Code Representative if a Company Individual believes that he or she has observed a violation of this Code by any Company Individual, or by anyone purporting to be acting on the Company’s behalf. Any such reports may be made anonymously. Confidentiality will be maintained, to the extent permitted by law. If a Company Individual is not comfortable reporting such behaviour to a supervisor or the Board Code Representative, the individual may report to the Company’s external legal counsel.

The Company will not take or allow any reprisal against any Company Individual who, in good faith, reports a suspected violation of this Code. Any reprisal will in itself be a very serious breach of this Code and subject to disciplinary action.

### **Compliance with Laws, Rules and Regulations**

The Company requires that all Company Individuals strictly comply with applicable laws, rules and regulations of Canada and other countries where the Company may conduct business. These include all provincial, federal and other laws, including securities and insider trading laws, and the Company’s Insider Trading Policy. The obligation is on each Company Individual to ensure that applicable laws are known to him or her. The fact that in some countries certain standards of conduct are legally prohibited but are not enforced in practice, or their violation is not subject to public criticism or censure, will not excuse an illegal action by a Company Individual. Any case of non-compliance with an applicable law may subject a Company Individual to disciplinary action.

### **Conflicts of Interest**

Company Individuals must base business decisions and personal actions on the best interests of the Company. Any situation that creates or appears to create a material conflict of interest must be avoided by a Company Individual. In addition to the conflicts of interest defined by applicable corporate law, a conflict of interest occurs when a Company Individual’s private interest interferes in any way with the interests of the Company or may have an adverse effect on the Company Individual’s motivation or the proper performance of their position with the Company. If a material conflict of interest arises, the Company Individual involved must disclose the conflict and take prompt action to remedy it in addition to taking any actions required by applicable corporate law. The following are examples of conflicts of interest:

- (a) accepting outside employment with, or accepting personal payments from, any organization which does business with the Company or is a competitor of the Company;
- (b) personally having, or having a close family member who has, a financial interest in a firm which does business with the Company;

- (c) receiving personal loans or guarantees of obligations as a result of one's position as a Company Individual;
- (d) engaging in conduct or entering into any transaction or agreement that competes with the Company's existing or prospective business or takes advantage of an opportunity which should be offered to the Company first;
- (e) accepting or giving bribes, kickbacks or any other improper payments for services relating to the conduct of the business of the Company;
- (f) accepting or giving gifts, favours, entertainment or services, other than such minor gifts, etc. as are the practice in the Company's industry; and
- (g) having an interest in a transaction involving the Company.

If the Company determines that a Company Individual's employment or activity outside the Company interferes with performance or the ability to meet the requirements of the Company as they are modified from time to time, the director or employee may be asked to terminate the outside employment or activity. To protect the interests of both the Company Individual and the Company, any activity that involves potential or apparent conflict of interest may be undertaken only after disclosure to the Company by the Company Individual and review and approval by management or the Board, as applicable. Similarly, to the extent that a Company Individual is interested in accepting an appointment as a director of another company or entity whose business is competitive with, or likely to be competitive with, that of the Company, such appointment may be accepted only after disclosure to the Company by the Company Individual and review and approval by management or the Board, as applicable.

The requirements of this section of this Code are in addition to, and not in substitution for, any requirements imposed by applicable corporate law.

### **Corporate Opportunity**

Except as may be approved by the Board or the Chair, Company Individuals are prohibited from:

- (a) taking any opportunities that belong to the Company;
- (b) taking any opportunities that are discovered through the use of Company corporate property or information, or as a result of being a Company Individual;
- (c) using corporate property, information or position; or
- (d) competing with the Company,

in any way that will benefit themselves personally, or benefit their family, or be to the benefit of persons or entities outside the Company, whether or not it has a material impact on the Company's financial performance.

### **Confidentiality**

It is the Company's policy that information regarding business affairs of the Company, other than information that has already been made available to the public, is confidential and should not be discussed with anyone outside the Company. If requested by the Company, Company Individuals must sign a written agreement confirming their obligations with respect to confidential information.

All Company Individuals must keep confidential information entrusted to them by the Company in their capacity as a Company Individual strictly confidential, except when the Company authorizes disclosure or when required by laws, regulations or legal proceedings. Company Individuals should avoid discussing confidential information in public areas such as airplanes, elevators and restaurants and on mobile phones, and should avoid inadvertent disclosure of confidential information through the use of laptop computers or other similar electronic devices in public places. Company Individuals should consult management or the Board Code Representative, as applicable, if they believe they have a legal obligation to disclose confidential information.

No Company Individual shall use confidential information for his or her own personal benefit or to benefit persons or entities outside the Company.

The Company's policies on maintaining confidentiality of Company information are further set forth in the Company's Disclosure Policy.

### **Fair Dealing**

The Company seeks to outperform its competition fairly and honestly, seeking competitive advantages through superior performance, not through unethical or illegal business practices. All Company Individuals are expected to act at all times with the highest degree of integrity.

Information about competitors, customers and suppliers is a valuable asset in the competitive markets in which the Company operates. The Company will obtain this information legally. Theft of proprietary information, inducing disclosures by a competitor's past or present employees, or any actions that could create an appearance of an improper agreement in respect of competitors is prohibited. Any Company Individual who is authorized to retain a consultant to gather competitive information must take steps to ensure that the consultant adheres to these policies. When in doubt about the propriety of any information-gathering technique or about whether a competitor, supplier, or other external contact has provided confidential information, a Company Individual should contact a member of management or the Board Code Representative, as applicable.

All Company Individuals must treat the Company's customers, suppliers, competitors, creditors, directors, officers and employees fairly and with respect. No Company Individual may take unfair advantage of anyone dealing or involved with the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

### **Respect for Company Individuals**

All Company Individuals have the right to pursue their careers at the Company free from harassment and free from discrimination based on any ground prohibited by law, including race, colour, ancestry, place of origin, political belief, religion, marital status, family status, physical or mental disability, sex, sexual orientation or age.

The Company prohibits workplace harassment and discrimination. Company Individuals are encouraged and expected to report workplace harassment, discrimination or other inappropriate conduct as soon as it occurs.

### **Health and Safety**

The Company is committed to making the work environment safe, secure and healthy for its employees and others. The Company complies with all applicable laws and regulations relating to safety and health in the workplace. All Company Individuals are expected to promote a positive working environment for all. Company Individuals are expected to consult and comply with all Company rules regarding workplace conduct and safety and should immediately report any unsafe or hazardous conditions or materials, injuries and accidents connected with the Company's business, and any activity that compromises Company security, to management or the Board Code Representative. Company Individuals must not work under the influence of any substances that would impair the safety of others. All acts of workplace violence are prohibited.

### **Protection And Proper Use Of Company Assets**

All Company Individuals must perform their duties in a manner that protects the Company's assets and resources and ensures their efficient use. The Company's assets include the time that Company Individuals spend at work and their work product, as well as the Company's equipment, vehicles, supplies, computers and software, trading and bank accounts, company information and intellectual property. The Company's assets must be protected from loss, damage, theft, misuse and waste and they may only be used for legitimate Company business purposes and not for personal benefit or gain.

Examples of prohibited personal use of the Company's assets include:

- (a) removal of Company property for personal use;
- (b) unauthorized use of Company vehicles or residences, if any;
- (c) use of company-paid contractors, if any, to perform work at a Company Individual's home; and
- (d) unauthorized copying of software, tapes, books and other legally protected work owned by the Company.

All Company Individuals must comply with security procedures in place to protect the Company's assets from time to time.

Company Individuals should exercise prudence in incurring and approving business expenses, work to minimize such expenses, and ensure that such expenses are reasonable and serve the Company's business interests.

### **Accuracy of Business Records**

Honest and accurate recording and reporting of information is extremely important. Investors rely on the Company to provide accurate information about it and its affiliates and to make responsible business decisions based on reliable records. All books, records and accounts must accurately reflect transactions

and events, and all financial records must conform both to generally accepted accounting principles and to the Company's internal control systems. Undisclosed or unrecorded funds or assets are not allowed. No entry may be made that intentionally hides or disguises the true nature of any transaction.

### **Accounting**

The Audit Committee is responsible for establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. Company Individuals who have concerns or complaints regarding such matters must promptly submit those concerns or complaints to the chair of the Audit Committee or the Company's legal counsel.

### **Waivers and Amendments**

Only the Board may waive application of, or amend any provision of, this Code. A request for such a waiver should be submitted in writing to the Board for its consideration. The Board may modify or repeal the provisions of this Code or adopt a new Code at any time it deems appropriate, with or without notice.

### **No Rights or Obligations Created**

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to, and does not, in any way constitute an assurance of continued employment or create any rights in any Company Individual or other person or entity.

This Code is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. It is for the sole and exclusive benefit of the Company and may not be used or relied upon by any other party. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's charter documents, it is not intended to establish any legally binding obligations on the Company or limit or diminish any rights or remedies of the Company.